中州证券

Central China Securities Co., Ltd.

(a joint stock company incorporated in 2002 in Henan Province, the People's Republic of China with limited liability under the Chinese corporate name "中原证券股份有限公司" and carrying on business in Hong Kong as "中州证券")

(Stock Code: 01375)

H SHAREHOLDERS' FORM OF PROXY FOR THE 2023 FIRST EXTRAORDINARY GENERAL MEETING TO BE HELD ON 13 JULY 2023 OR ANY ADJOURNMENT

Number of H shares to which this form of proxy relates *(Note 1)*	

I/We, *(Note 2)* _____

of (address) _____

being the holder(s) of _____ H shares *(Note 3)*

of RMB1.00 each in the share capital of Central China Securities Co., Ltd. (the "**Company**"), hereby appoint the Chairman of the meeting, or _____ *(Note 4)*

of (address) _____

as my/our proxy(ies) to attend the 2023 first extraordinary general meeting of the Company (the "**EGM**") to be held at 9:30 a.m. on Thursday, 13 July 2023 at Conference Room, 9F, China Pingmei Shenma Financial Capital Operation Centre, Intersection of Ruyi West Road and Ruyi River 4th West Street, Beilonghu, Zhengdong New District, Zhengzhou City, Henan Province, the PRC or any adjournment thereof and to vote at such meeting or at any adjournment thereof in respect of the resolutions set out in the notice of EGM as hereunder indicated on behalf of me/us, or if no such indication is given, as my/our proxy(ies) thinks fit. Unless otherwise specified, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 27 June 2023 (the "**Circular**").

ORDINARY RESOLUTION		**FOR** *(Note 5)*	**AGAINST** *(Note 5)*	**ABSTAIN** *(Note 5)*
1.	To consider and approve the resolution on the election of Mr. Lu Zhili as an executive Director of the seventh session of the Board.			
SPECIAL RESOLUTION		**FOR** *(Note 5)*	**AGAINST** *(Note 5)*	**ABSTAIN** *(Note 5)*
2.	To consider and approve the resolution on the amendments to the Articles of Association, the details of which are set out in the Circular.			

Date: _____ day of _____ 2023 Signature: _____ *(Note 6)*

Notes:

1. Please insert the number of H shares of the Company registered in your name(s) to which this form of proxy relates. If a number is inserted, this form of proxy will be deemed to relate only to those shares. If no number is inserted, the form of proxy will be deemed to relate to all H shares of the Company registered in your name(s) (whether alone or jointly with others).
2. Please insert the full name(s) and address(es) as registered in the register of members of H Shares of the Company in **BLOCK LETTERS**.
3. Please insert the number of H shares of the Company registered in your name(s) and delete as appropriate.
4. If any proxy other than the Chairman of the meeting of the Company is preferred, please strike out the words "the Chairman of the meeting or" and insert the name of the proxy desired in the space provided. A holder of H shares of the Company may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company. Any alteration made to this form of proxy must be initialed by the person who signs it.
5. **Important: If you wish to vote for any resolution, please put "✓" (applicable for resolutions passed by the way of non-cumulative voting) or insert the number of shares (applicable for resolutions passed by the way of cumulative voting and non-cumulative voting) held by you in the box marked "FOR". If you wish to vote against any resolution, please put "✓" or insert the number of shares (applicable for resolutions passed by the way of cumulative voting and non-cumulative voting) held by you in the box marked "AGAINST". If you wish to abstain from voting on any resolution, please put "✓" or insert the number of shares (applicable for resolutions passed by the way of non-cumulative voting) held by you in the box marked "ABSTAIN". If no direction is given, your proxy may vote as he/she thinks fit. The shares abstained will be counted in the calculation of the required majority.**
6. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its director or attorney or other officer duly authorized. In case of joint holders, this form of proxy must be signed by the holder of H shares of the Company whose name stands first in the register of members of H Shares of the Company.
7. To be valid, this form of proxy and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarial copy of that power of attorney or other authority must be delivered to the Company's H shares registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time scheduled for holding the EGM or any adjournment thereof (as the case may be).